FORM D



UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR**

OMB APPROVAL							
OMB Number:	3235-0076						
Expires:							
Estimated average burden							
hours per respons	e 16.00						

SEC USE ONLY							
Prefix Serial							
DA	TE RECEIV	ÉD					
		<u> </u>					

UNIFORM LIMITED OFFERING EXEM	IPTION L
Name of Offering (check if this is an amendment and name has changed, and indicate change.)	
MONUMENT RESTAURANTS III, LLC	
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) 🔲 ULOĒ/ICIL . Ding
Type of Filing: New Filing Amendment	E_aan
A. BASIC IDENTIFICATION DATA	JEN 22 ZC00
1. Enter the information requested about the issuer	
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)	Watther fram, DC
MONUMENT RESTAURANTS III, LLC	
Address of Executive Offices (Number and Street, City. State, Zip Code)	Telephone Number (Including Area Code)
413 STUART CIRCLE, SUITE 318, RICHMOND, VA 23220	(804) 237-8912
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)
Brief Description of Business	<u>. </u>
DEVELOPING, OWNING AND OPERATING UP TO NINETY (90) "FIVE GUYS BURGERS AUSTIN AND SAN ANTONIO, TEXAS AREAS	" FRANCHISES IN THE DALLAS, FORT WORTH
Type of Business Organization	DDOCESSED
	please specify): PROCESSED
business trust limited partnership, to be formed Limited liab	ellity company
Month Year	JAN 2 8 2008
	mated THOMACON
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for Stat CN for Canada; FN for other foreign jurisdiction)	
	☑A / FINANCIAL
GENERAL INSTRUCTIONS	
Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D	or Section 4(6), 17 CFR 230 501 et seg, or 15 U.S.C.

77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION -

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

		A, BASIC ID	ENTIFICATION DATA	· ·	
2. Enter the information r	equested for the fo	llowing:			
Each promoter of	the issuer, if the is	suer has been organized v	vithin the past five years;		
 Each beneficial ov 	vner having the pow	er to vote or dispose, or di	rect the vote or disposition	of, 10% or more of	a class of equity securities of the issuer.
 Each executive of 	ficer and director o	f corporate issuers and of	corporate general and mai	naging partners of	partnership issuers; and
 Each general and 	managing partner o	f partnership issuers.			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, THOMAS M. HORTON	if individual)				
Business or Residence Address 413 STUART CIRCLE, \$		Street, City, State, Zip C HMOND, VA 23220	ode)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, TEXAS 5G HOLDINGS,					
Business or Residence Addre	·		ode)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, R. CORAN CAPSHAW	if individual)				
Business or Residence Addre		Street, City, State, Zip Co 22902	ode)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first,	if individual)				-
Business or Residence Addre	ess (Number and	Street, City, State, Zip Co	ode)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first,	if individual)				
Business or Residence Addre	ess (Number and	Street, City, State, Zip Co	ode)		
Check Box(cs) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first,	if individual)				
Business or Residence Addre	ess (Number and	Street, City, State, Zip Co	ode)	-:-:	
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first,	f individual)				
Business or Residence Addre	ess (Number and	Street, City, State, Zip Co	ode)		
	(Use blas	nk sheet, or copy and use	additional copies of this s	heet, as necessary)	<u></u>

	~- - \$,		B.°1	NFORMATI	ON ABOU	T OFFERI	NG		Sa Joe		
<u> </u>	Has the	issuer solo	l, or do e s th	ie issuer ir	ntend to se	II, to non-a	ccredited i	nvestors in	this offeri	ng?		Yes	No X
						Appendix,							_
2.	What is	the minim	um investm	ent that w	ill be acce	pted from a	iny individ	ual?	•••••	•••••		\$_50,000.00	
3.			permit joint									Y es	No
4.	commis If a pers or states a broker	sion or sim on to be lis s, list the na r or dealer,	ion request ilar remuner ted is an ass ime of the b you may se	ration for s ociated pe roker or de et forth the	olicitation rson or age aler. If mo	of purchase int of a brok ore than five	ers in conne er or deale e (5) persor	ection with r registered as to be list	sales of sec I with the S ed are asso	urities in t EC and/or	he offering. with a state		
Ful	l Name (l	Last name	first, if indi	vidual)									
Bus	iness or	Residence	Address (N	umber and	l Street, Ci	ty, State, Z	ip Code)						
Nar	ne of Ass	sociated Br	oker or Dea	aler		·, -				_			
Stat	tes in Wh	ich Person	Listed Has	Solicited	or Intends	to Solicit l	Purchasers			-			
	(Check	"All States	or check	individual	States)		***************************************	***************************************			••••••	□ All	l States
	AL IL MT RI	AK IN NE SC	AZ IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	ME NY VT	DE MD NC VA	MA ND WA	FL MI OH WV	GA MN OK WI	MS OR WY	MO PA PR
Ful	Name (Last name	first, if indi	vidua!)									
Bus	iness or	Residence	Address (N	Number an	d Street, C	ity, State, 2	Zip Code)						
Nar	ne of Ass	sociated Br	oker or Dea	aler									
Stat			Listed Has						-				
	(Check	"All States	or check	individual	States)	***************************************		***************************************		***************		☐ All	l States
	AL IL MT RI	AK IN NE SC	IA NV SD	KS NH TN	CA KY NJ TX	CO LA NM UT	CT ME NY VT	DE MD NC VA	MA ND WA	FL MI OH WV	GA MN OK WI	MS OR WY	MO PA PR
Ful	l Name (Last name	first, if indi	vidual)						·			
Bus	siness or	Residence	Address (N	Number an	d Street, C	City, State,	Zip Code)						
Nar	ne of Ass	sociated Br	oker or De	aler	·					- .	<u>.</u>		
Stat	tes in Wh	ich Person	Listed Has	Solicited	or Intends	to Solicit	Purchasers						<u> </u>
	(Check	"All States	" or check	individual	States)	·····				***************************************		☐ AI	l States
	AL IL MT	AK IN NE SC	AZ IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	CT ME NY VT	DE MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	HI MS OR WY	MO PA PR

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Amount Already Aggregate Offering Price Sold Type of Security Debt\$ Common Preferred Partnership Interests\$ s 6,000,000.00 Other (Specify LLC membership interests \$ 6,000,000.00 6,000,000.00 Answer also in Appendix, Column 3, if filing under ULOE. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Number Dollar Amount Investors of Purchases s 6,000,000.00 Accredited Investors _______19 Non-accredited Investors 0 Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Dollar Amount Type of Security Sold Type of Offering Rule 505 Regulation A Rule 504 \$ 0.00

a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.	
Transfer Agent's Fees	<u> </u>
Printing and Engraving Costs	\$ 300.00
Legal Fees	\$ 32,000.00
Accounting Fees	\$ 2,000.00
Engineering Fees	_ s
Sales Commissions (specify finders' fees separately)	\$
Other Expenses (identify)	\$
Total	\$ 34,300.00

-	C. OFFERING PRICE, NUM	BER OF INVESTORS, EXPENSES AND USE OF PI	ROCEEDS	
-	b. Enter the difference between the aggregate offer and total expenses furnished in response to Part C — proceeds to the issuer."	Question 4.a. This difference is the "adjusted gross		\$_5,965,700.00
5.	Indicate below the amount of the adjusted gross pro each of the purposes shown. If the amount for an check the box to the left of the estimate. The total of proceeds to the issuer set forth in response to Part	by purpose is not known, furnish an estimate and fthe payments listed must equal the adjusted gross		
			Payments to Officers, Directors, & Affiliates	Payments to Others
	Salaries and fees	Г	\$ 300,000.00	□\$
	Purchase of real estate		=	
	Purchase, rental or leasing and installation of mad			
	Construction or leasing of plant buildings and fac	ilities] \$	\$1,000,000.00
	Acquisition of other businesses (including the val offering that may be used in exchange for the asso issuer pursuant to a merger)	uc of securities involved in this ets or securities of another		
	Repayment of indebtedness		-	_
	Working capital			
	Other (specify):		\$	\$ 2,300,000.00
] \$	<u> </u>
	Column Totals		300,000.00	\$5,665,700.00
	Total Payments Listed (column totals added)		□ \$ <u></u> 5,9	65,700.00
	8.4	D. FEDERAL SIGNATURE		- 56°4
sig	issuer has duly caused this notice to be signed by the nature constitutes an undertaking by the issuer to fur information furnished by the issuer to any non-acc	nish to the U.S. Securities and Exchange Commiss	sion, upon written	e 505, the following request of its staff,
	ner (Print or Type) DNUMENT RESTAURANTS III, LLC	Signature M. SMM)ate 1/17/	08
Nai	ne of Signer (Print or Type)	Title of Signer (Print or Type)	<u> </u>	
	DMAS M. HORTON	MANAGER		
		<u> </u>		

- ATTENTION -

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

}	E. STATE STOCKET ONL
1.	Is any party described in 17 CFR 230.262 presently subject to any of the disqualification Yes No provisions of such rule?
	See Appendix, Column 5, for state response.
2.	The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
3.	The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4.	The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.
	ner has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned thorized person.
Issuer (Print or Type) Signature Date
MONUN	MENT RESTAURANTS III, LLC

Title (Print or Type)

MANAGER

Name (Print or Type) THOMAS M. HORTON

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

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1	Intend to non-a investor	I to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		amount pur	investor and chased in State C-Item 2)		5 Disqualific under State (if yes, atte explanatio waiver gra (Part E-Iter	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL		×							×
AK		×							×
AZ		×							×
AR		×							×
CA		×		1	\$100,000.00				×
со		×							×
СТ		×							×
DE		x					· · · · · · · · · · · · · · · · · · ·	<u> </u>	×
DC	99	×							×
FL		x		2	\$375,000.00				×
GA		×		1	\$150,000.0				×
HI		×				-			<u>×</u>
ID		×							×
IL		×					<u> </u>		×
IN		×							×
IA		×							×
KS		×							×
KY		×							×
LA		×							×
ME		×							×
MD		×		2	\$250,000.00				×
MA		×							×
MI		×							×
MN		×							×
MS		×							×

ÄPPENDIX 1 2 3 Disqualification under State ULOE Type of security Intend to sell and aggregate (if yes, attach to non-accredited offering price Type of investor and explanation of offered in state amount purchased in State waiver granted) investors in State (Part E-Item 1) (Part B-Item I) (Part C-Item 1) (Part C-Item 2) Number of Number of Accredited Non-Accredited Yes Investors **Investors** Yes No No State Amount Amount MO × X × MT x NE X X NVX X NH × X NJ X X NM X X NY X 1 \$575,000.00 X NC X × X X ND X OH X OK X X X OR X PA × X × RΙ X SC × X SD X X TN X 1 \$400,000.0d X TX 2 × \$3,200,000. × UT × X VŢ X X VA X X 9 \$950,000.00 X WA X wv X Х WI X

		Jag.		APP	ENDIX 🤾 🖔	k to be	,	° · P	į	
9	Intend to non-a investor	2 I to sell accredited is in State	Type of security and aggregate offering price offered in state (Part C-Item 1)		amount pu	4 Finvestor and rchased in State C-Item 2)		5 Disqualificati under State UI (if yes, attacl explanation of waiver grante (Part E-Item		
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
WY		×						×		
PR		×							x	

